

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

**In re:**

**SERTA SIMMONS BEDDING, LLC,**  
*et al.,*

**Debtors.<sup>1</sup>**

**SERTA SIMMONS BEDDING, LLC,**  
*et al.,*

**Plaintiffs,**

**V.**

**AG CENTRE STREET PARTNERSHIP L.P., et  
al.,**

## Defendants.

**Chapter 11**

**Case No. 23-90020 (DRJ)**

**(Jointly Administered)**

**Ref. Docket Nos. 848, 853, & 855-  
859**

**Adversary Proc. No. 23-09001**

**Ref. Docket Nos. 229 & 234**

# CERTIFICATE OF SERVICE

I, PANAGIOTA MANATAKIS, hereby certify that:

1. I am employed as a Senior Case Manager by Epiq Corporate Restructuring, LLC, with their principal office located at 777 Third Avenue, New York, New York 10017. I am over the age of eighteen years and am not a party to the above-captioned action.

<sup>1</sup> The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Dawn Intermediate, LLC (6123); Serta Simmons Bedding, LLC (1874); Serta International Holdco, LLC (6101); National Bedding Company L.L.C. (0695); SSB Manufacturing Company (5743); The Simmons Manufacturing Co., LLC (0960); Dreamwell, Ltd. (2419); SSB Hospitality, LLC (2016); SSB Logistics, LLC (6691); Simmons Bedding Company, LLC (2552); Tuft & Needle, LLC (6215); Tomorrow Sleep LLC (0678); SSB Retail, LLC (9245); and World of Sleep Outlets, LLC (0957). The Debtors' corporate headquarters and service address for these chapter 11 cases is 2451 Industry Avenue, Doraville, Georgia 30360.

2. On May 12, 2023, I caused to be served the:

- a. “Agenda of Matters Set for Hearing on May 15, 2023 at 9:30 a.m. (Central Time),” dated May 12, 2023 [Docket No. 848 in Case No. 23-90020 and Docket No. 229 in Case No. 23-09001], (the “Agenda”),
- b. “Debtors’ Witness List and Joint Exhibit List for Hearing Beginning on May 15, 2023,” filed on May 12, 2023 [Docket No. 853 in Case No. 23-90020], (the “Exhibit List”),
- c. “Debtors’ Witness List and Joint Exhibit List for Hearing Beginning on May 15, 2023,” filed on May 12, 2023 [Docket No. 853 in Case No. 23-90020], *with slip sheet referencing Docket Nos. 855-859*, a copy of which is annexed hereto as Exhibit A, (the “Exhibit List with Slip Sheet”),
- d. “Additional Attachments Debtors’ Exhibit Number 21-80 for May 15, 2023 Hearing – Filed Under Seal,” dated May 12, 2023 [Docket No. 855], (the “Exhibit No. 21-80”)
- e. “Additional Attachments Debtors’ Exhibit Number 81-150 for May 15, 2023 Hearing – Filed Under Seal,” dated May 12, 2023 [Docket No. 856], (the “Exhibit No. 81-150”)
- f. “Additional Attachments Debtors’ Exhibit Number 151-250 for May 15, 2023 Hearing – Filed Under Seal,” dated May 12, 2023 [Docket No. 857], (the “Exhibit No. 151-250”)
- g. “Additional Attachments Debtors’ Exhibit Number 251-300 for May 15, 2023 Hearing – Filed Under Seal,” dated May 12, 2023 [Docket No. 858], (the “Exhibit No. 251-300”)
- h. “Additional Attachments Debtors’ Exhibit Number 301-353 for May 15, 2023 Hearing – Filed Under Seal,” dated May 12, 2023 [Docket No. 859], (the “Exhibit No. 301-353”)and
- i. “Debtors’ Witness List and Joint Exhibit List for Hearing Beginning on May 15, 2023,” dated May 12, 2023 [Docket No. 234 in Case No. 23-09001], (the “Witness List”),

by causing true and correct copies of the:

- i. Agenda, Exhibit List with Slip Sheet and Witness List to be enclosed securely in separate postage pre-paid envelopes and delivered via overnight mail to those parties listed on the annexed Exhibit B, and
  - ii. Agenda, Exhibit List, Exhibit No. 21-80, Exhibit No. 81-150, Exhibit No. 151-250, Exhibit No. 251-300, Exhibit No. 301-353, and Witness List to be delivered via electronic mail to those parties listed on the annexed Exhibit C.
3. All envelopes utilized in the service of the foregoing contained the following legend:  
“LEGAL DOCUMENTS ENCLOSED. PLEASE DIRECT TO THE ATTENTION OF ADDRESSEE, PRESIDENT OR LEGAL DEPARTMENT.”

/s/ Panagiota Manatakis  
Panagiota Manatakis

## **EXHIBIT A**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

**In re:**

**SERTA SIMMONS BEDDING, LLC,**  
*et al.,*

## Debtors.<sup>1</sup>

## Chapter 11

**Case No. 23-90020**

**(Jointly Administered)**

**SERTA SIMMONS BEDDING, LLC,**  
*et al.,*

**Plaintiffs,**

**v.**

**AG CENTRE STREET PARTNERSHIP,  
*et al.*,**

**Defendants.**

Adversary Proc. No. 23-09001

**DEBTORS' WITNESS LIST AND JOINT EXHIBIT LIST  
FOR HEARING BEGINNING ON MAY 15, 2023**

Serta Simmons Bedding, LLC and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), hereby file this witness list and this joint exhibit list (the “**Witness and Joint Exhibit List**”)<sup>2</sup> for the hearing

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Dawn Intermediate, LLC (6123); Serta Simmons Bedding, LLC (1874); Serta International Holdco, LLC (6101); National Bedding Company L.L.C. (0695); SSB Manufacturing Company (5743); The Simmons Manufacturing Co., LLC (0960); Dreamwell, Ltd. (2419); SSB Hospitality, LLC (2016); SSB Logistics, LLC (6691); Simmons Bedding Company, LLC (2552); Tuft & Needle, LLC (6215); Tomorrow Sleep LLC (0678); SSB Retail, LLC (9245); and World of Sleep Outlets, LLC (0957). The Debtors' corporate headquarters and service address for these chapter 11 cases is 2451 Industry Avenue, Doraville, Georgia 30360.

<sup>2</sup> The Debtors have prepared this Witness and Joint Exhibit List to comprehensively identify all witnesses and exhibits the Debtors intend to offer in both the hearing on the adversary proceeding captioned *Serta Simmons Bedding, LLC, et al. v. AG Centre Street Partnership, L.P., et al.*, Case No. 23-09001 (Bankr. S.D. Tex.) (DRJ) (the “**Adversary**

scheduled to begin May 15, 2023 at **9:30 a.m.** (Central Time), before the Honorable David R. Jones, Bankruptcy Court for the Southern District of Texas, Courtroom 4004, 515 Rusk Avenue, Houston, Texas 77002 (the “**Hearing**”):

**WITNESSES**

The Debtors may call any of the following witnesses at the Hearing:

1. Roopesh Shah, Senior Managing Director, Restructuring and Debt Advisory Group, Evercore Group LLC ((fact witness and expert witness as to valuation);
2. Kenneth Prince, Principal, Advent International;
3. Harvey Tepner, Member, Independent Finance Committee of Dawn Intermediate, LLC;
4. John Linker, Chief Financial Officer, Serta Simmons Bedding, LLC;
5. Michael J. Talarico, Managing Director, FTI Consulting, Inc. ((expert witness as to liquidation analysis);
6. Emily Young, Senior Consultant, Epiq Corporate Restructuring, LLC;
7. Angelo Gordon<sup>3</sup> Federal Rule 30(b)(6) testimony by deposition designation;
8. UBS AG Federal Rule 30(b)(6) testimony by deposition designation;
9. Apollo Federal Rule 30(b)(6) testimony by deposition designation;
10. Gamut Federal Rule 30(b)(6) testimony by deposition designation;
11. PJT Federal Rule 30(b)(6) testimony by deposition designation;
12. Any witness called or listed by any other party; and

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**Proceeding**”) and the hearing to consider the *First Amended Joint Chapter 11 Plan of Serta Simmons Bedding, LLC and Its Affiliated Debtors*, dated May 9, 2023 (Docket No. 796) (including any exhibits and schedules thereto and as may be modified, amended, or supplemented from time to time in accordance with the terms thereof, the “**Plan**”). The exhibits included in the Witness and Joint Exhibit List are being offered by the Debtors, the non-Debtor Lender Plaintiffs-Counterclaim Defendants, and the Additional Counterclaim Defendants that have responded to Counterclaim Plaintiffs’ counterclaims (*see* Adversary Proceeding Docket Nos. 217 and 220) in the hearing on the Adversary Proceeding. However, as certain of the exhibits are also being used in connection with the hearing on confirmation of the Plan, all the exhibits have been identified with the prefix “Debtors Ex.”

<sup>3</sup> Capitalized terms not defined herein have the meaning ascribed to them in the Amended Adversary Complaint. *See* Docket No. 38.

13. Any rebuttal witnesses.

### **EXHIBITS**

The Debtors may offer into evidence any one or more of the following exhibits:

<b>Debtors Exhibit No.</b>	<b>DESCRIPTION</b>	<b>OFFERED</b>	<b>OBJECTION</b>	<b>ADMITTED</b>	<b>DATE</b>
1.	Responses And Objections of Defendant Gamut To Plaintiffs' Joint Second Requests for Admission, dated 5/7/2023 – <i>Confidential</i> – <b>FILED UNDER SEAL</b>				5/7/2023
2.	Minutes of The Board of Managers of Dawn Intermediate, LLC, dated 6/3/2020 - <i>Confidential</i> – <b>FILED UNDER SEAL</b>				6/3/2020
3.	Credit Agreement, dated 10/9/2015				10/9/2015
4.	Email from M. Lawton to J. Boland et al re Dq and attaching Advent Disqualified Institutions List_WEIL_95889805_1.DOCX, dated 10/15/2016 [UBS_AdvPro_00001-10 – <i>Confidential</i> ] – <b>FILED UNDER SEAL</b>				10/5/2016
5.	First Lien Term Loan Agreement [ECF 1-1], dated 11/8/2016				11/8/2016
6.	First Lien Term Loan Agreement [ECF 1-1], dated 11/8/2016				11/8/2016
7.	Amended And Restated Senior Secured Superpriority Debtor-In-Possession Credit Agreement, dated 4/28/2017				4/28/2017
8.	Angelo Gordon - Serta Simmons ("SSB") Recap, dated 1/1/2020 [AG_SSBADVERSARY_00000645-711 - <i>Confidential</i> ] – <b>FILED UNDER SEAL</b>				1/1/2020

**SERTA SIMMONS BEDDING, LLC, *et al.***

**WITNESS AND EXHIBIT LIST FOR MAY 15, 2023 HEARING**  
**[Docket No. 853]**

**DEBTORS' EXHIBIT NUMBER 21-80 [Docket No. 855]**

**DEBTORS' EXHIBIT NUMBER 81-150 [Docket No. 856]**

**DEBTORS' EXHIBIT NUMBER 151- 250 [Docket No. 857]**

**DEBTORS' EXHIBIT NUMBER 251- 300 [Docket No. 858]**

**DEBTORS' EXHIBIT NUMBER 301- 353 [Docket No. 859]**

The remaining attachments and additional dockets to the Witness and Exhibit List (the “Exhibits”) have been excluded from service due to the size of the document.

The Exhibits are available for review and can be downloaded free of charge at the website of the Noticing Agent, Epiq Corporate Restructuring, LLC (“Epiq”) at <https://dm.epiq11.com/SertaSimmons>. The Exhibits are located within Docket Nos. 853-859.

You may also request a copy of the Exhibits by contacting Epiq directly by email at [SertaSimmonsInfo@epiqglobal.com](mailto:SertaSimmonsInfo@epiqglobal.com).

## **EXHIBIT B**



Claim Name	Address Information
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INTERNAL REVENUE SERVICES	(DEPARTMENT OF THE TREASURY) ATTN INSOLVENCY 1919 SMITH STREET HOUSTON TX 77002
THE UNITED STATES ATTORNEYS OFFICE	(FOR THE SOUTHERN DISTRICT OF TEXAS) ATTN RICHARD A KINCHELOE 1000 LOUISIANA ST HOUSTON TX 77002
THOMPSON, O'BRIEN, KAPPLER, ET AL	(COUNSEL TO RS INDUSTRIAL, INC.) ATTN: MICHAEL B. PUGH 2 SUN COURT, STE 400 PEACHTREE CORNERS GA 30092
UBS AG, STAMFORD BRANCH	600 WASHINGTON BLVD STAMFORD CT 06901

**Total Creditor count 5**

## **EXHIBIT C**

SERTA SIMMONS BEDDING, LLC, *et al* . Case No. 23-90020 (DRJ)  
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SERTA SIMMONS BEDDING, LLC, *et al* . Case No. 23-90020 (DRJ)

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SERTA SIMMONS BEDDING, LLC, *et al* . Case No. 23-90020 (DRJ)  
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